

MEMORANDUM

Agenda Item No. 11(A) (12)

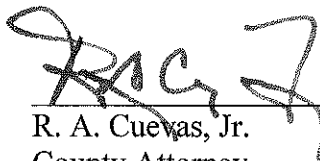
TO: Honorable Chairman Jean Monestime
and Members, Board of County Commissioners

DATE: February 18, 2015

FROM: R. A. Cuevas, Jr.
County Attorney

SUBJECT: Resolution approving issuance of Miami-Dade County Industrial Development Authority Industrial Development Revenue Bonds in one or more series in an aggregate amount not to exceed \$30,000,000.00 to finance certain capital projects on behalf of Miami Country Day School for purposes of complying with Section 159.47(f), Florida Statutes, as amended, and Section 147(f) of Internal Revenue Code of 1986, as amended, and rescinding Resolution No. R-1077-14 adopted on December 2, 2014 which approved the issuance of bonds for such capital project by Florida Development Finance Corporation

The accompanying resolution was prepared and placed on the agenda at the request of Prime Sponsor Commissioner Audrey M. Edmonson.



R. A. Cuevas, Jr.
County Attorney

RAC/cp




MEMORANDUM

(Revised)

TO: Honorable Chairman Jean Monestime
and Members, Board of County Commissioners

DATE: February 18, 2015


FROM: R. A. Cuevas, Jr.
County Attorney

SUBJECT: Agenda Item No. 11(A)(12)

Please note any items checked.

- ☐ "3-Day Rule" for committees applicable if raised
- ☐ 6 weeks required between first reading and public hearing
- ☐ 4 weeks notification to municipal officials required prior to public hearing
- ☐ Decreases revenues or increases expenditures without balancing budget
- ☐ Budget required
- ☐ Statement of fiscal impact required
- ☐ Ordinance creating a new board requires detailed County Mayor's report for public hearing
- ☐ No committee review
- ☐ Applicable legislation requires more than a majority vote (i.e., 2/3's ____, 3/5's ____, unanimous ____) to approve
- ☐ Current information regarding funding source, index code and available balance, and available capacity (if debt is contemplated) required

Approved _____ Mayor
Veto _____
Override _____

Agenda Item No. 11(A)(12)
2-18-15

RESOLUTION NO. _____

RESOLUTION APPROVING ISSUANCE OF MIAMI-DADE COUNTY INDUSTRIAL DEVELOPMENT AUTHORITY INDUSTRIAL DEVELOPMENT REVENUE BONDS IN ONE OR MORE SERIES IN AN AGGREGATE AMOUNT NOT TO EXCEED \$30,000,000.00 TO FINANCE CERTAIN CAPITAL PROJECTS ON BEHALF OF MIAMI COUNTRY DAY SCHOOL FOR PURPOSES OF COMPLYING WITH SECTION 159.47(F), FLORIDA STATUTES, AS AMENDED, AND SECTION 147(f) OF INTERNAL REVENUE CODE OF 1986, AS AMENDED, AND RESCINDING RESOLUTION NO. R-1077-14 ADOPTED ON DECEMBER 2, 2014 WHICH APPROVED THE ISSUANCE OF BONDS FOR SUCH CAPITAL PROJECT BY FLORIDA DEVELOPMENT FINANCE CORPORATION

WHEREAS, Miami Country Day School, Inc. ("Country Day") is a Florida not-for-profit corporation and operates an independent, coeducational, nondenominational school founded in 1938 and located at 601 NE 107 Street, Miami with an enrollment of 1,200 students from pre-school through grade 12 and 120 fulltime faculty members; and

WHEREAS, Country Day is proposing to construct on its campus (i) a Center for the Arts of approximately 45,000 square feet which will include visual art, drama, dance, music classrooms and a 650 seat performing arts auditorium and (ii) a three-story parking garage with approximately 300 parking spaces, and (iii) the acquisition, renovation and equipping of certain other properties located near the campus of Country Day (collectively, the "Project"); and

WHEREAS, Country Day applied to the Florida Development Finance Corporation ("FDFC"), a body corporate, and politic of the State of Florida (the "State"), to issue \$30,000,000.000 of bonds to finance the costs of the Project; and

WHEREAS, by Resolution No. R-1077-14 adopted on December 2, 2014 ("FDFC Resolution"), this Board granted FDFC the full right, power, and authority to exercise any and all powers set forth in Chapter 288, Part IX, Florida Statutes and under the Florida Interlocal Cooperation Act of 1969, as amended within the jurisdictional limits of the County solely for the purpose of financing the Project through the issuance of bonds by FDFC; and

WHEREAS, due to vacancies on the board of the FDFC which remain unfilled, the FDFC was unable to meet with the necessary quorum and consummate the financing of the Project; and

WHEREAS, since time is of the essence with respect to the commencement of the Project, Country Day has requested that the Miami-Dade County Industrial Development Authority (the "Authority") issue not exceeding \$30,000,000.00 aggregate principal amount of its industrial development revenue bonds in one or more series (the "Bonds"), the proceeds of which will be used (together with funds from Country Day) to finance the costs of the Project and to pay certain costs of issuing the Bonds; and

WHEREAS, the Authority has expressed its intent to issue the Bonds, subject to approval by this Board and final approval by the Authority of the bond documents, as more particularly described in the report prepared by the Executive Director of the Authority which is attached as Exhibit A; and

WHEREAS, on Friday, February 13th, 2015 the Authority held a public hearing, notice of which was published on Friday, January 30th, 2015 in The Miami Herald (a copy of such notice is attached as Exhibit B), for the purpose of giving all interested persons an opportunity to express their views in connection with the issuance of the Bonds, as required by Section 147(f) of the Internal Revenue Code of 1986, as amended (the "Code") and the result of such public

hearing was disclosed to the members of this Board prior to their consideration of this resolution; and

WHEREAS, this Board desires (i) to approve the issuance of the Bonds for the purpose of complying with Section 159.47(f), Florida Statutes, as amended, and Section 147(f) of the Internal Revenue Code of 1986, as amended, and (ii) to rescind Resolution No. R-1077-14 which approved the issuance of bonds by FDFC to finance the cost of the Project,

NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF COUNTY COMMISSIONERS OF MIAMI-DADE COUNTY, FLORIDA, that:

Section 1. The issuance of Industrial Development Revenue Bonds of the Authority in an aggregate principal amount not to exceed \$30,000,000, in one or more series, for the purpose of financing a portion of the costs of the Project and paying certain costs of issuing the Bonds is approved.

Section 2. The Bonds and the interest on the Bonds shall not constitute a debt, liability or general obligation of the Authority, the County or of the State of Florida or of any political subdivision of each, but shall be payable solely from the revenues or other moneys specifically provided by the Country Day for the payment of the Bonds and neither the faith and credit nor any taxing power of the Authority, the County or of the State of Florida or of any political subdivision of each is pledged to the payment of the principal and interest on the Bonds.

Section 3. Resolution No. R-1077-14 adopted on December 2nd, 2014 authorizing the issuance of Bonds by the FDFC to finance the Project is rescinded.

The Prime Sponsor of the foregoing resolution is Commissioner Audrey M. Edmonson. It was offered by Commissioner _____, who moved its adoption. The motion was seconded by Commissioner _____ and upon being put to a vote, the vote was as follows:

Jean Monestime, Chairman	
Esteban L. Bovo, Jr., Vice Chairman	
Bruno A. Barreiro	Daniella Levine Cava
Jose "Pepe" Diaz	Audrey M. Edmonson
Sally A. Heyman	Barbara J. Jordan
Dennis C. Moss	Rebeca Sosa
Sen. Javier D. Souto	Xavier L. Suarez
Juan C. Zapata	

The Chairperson thereupon declared the resolution duly passed and adopted this 18th day of February, 2015. This resolution shall become effective upon the earlier of (1) 10 days after the date of its adoption unless vetoed by the County Mayor, and if vetoed, shall become effective only upon an override by this Board, or (2) approval by the County Mayor of this Resolution and the filing of this approval with the Clerk of the Board.

MIAMI-DADE COUNTY, FLORIDA
BY ITS BOARD OF
COUNTY COMMISSIONERS

HARVEY RUVIN, CLERK

By: _____
Deputy Clerk

Approved by County Attorney as
to form and legal sufficiency.

JRA

Juliette Antoine

MIAMI COUNTRY DAY SCHOOL

THE CORPORATION

Miami Country Day School, Inc. is a 501(c)(3) not-for-profit Florida Corporation with campus facilities located at 601 NE 107th Street, unincorporated Miami-Dade County. The school was founded in 1938 as a residential proprietary boarding school for boys through the eighth grade and has evolved over the past 76 years. The school has become a coeducational, nonprofit, nondenominational school with approximately 1,230 students in Pre-Kindergarten 3 through grade 12. The school's strong college preparatory program is centered around the education of becoming a "whole person," which includes intellectual, spiritual, social, aesthetic, physical, and emotional potentials, with emphasis on the core values of honor, respect, wisdom, and compassion. The school reports it is accredited by FCIS and SACS, and maintains active membership with NACAC, SACAC, ACCIS, NAIS, SAIS, CASE, CRIS, ERB, NBOA, American Library Association and the College Board. The school serves families in the North Miami area from a variety of neighborhoods and has a student population representing over 30 countries.

THE PROJECT

Miami Country Day School's campus is located on approximately 16 acres and is bordered by the Biscayne Canal and Miami Shores Country Club. The school is requesting Industrial Development Revenue Bond financing in an amount not to exceed \$30,000,000 to facilitate the construction of two new buildings, a Center for the Arts (CFA) and a Parking Garage, both on property the school already owns. The CFA will house a 650 seat auditorium, dance studios, art exhibit space, music, drama, and art rooms, photography dark room, and a ceramic porch. The parking garage will provide 300 parking spaces as well as 100 spaces for surface parking. The parking garage was a requirement of Miami-Dade County to address campus parking and traffic issues. The project also includes the refinancing of three contingent property acquisitions. The property located at 11031 NE 6th Avenue, will be renovated to provide additional classroom space, the 10932 NE 6th Avenue property will be renovated to house the school's maintenance department and the property located at 11061 NE 6th Avenue, will be used as additional recreational space. In addition, the schools' athletic field will be resurfaced with artificial turf and science labs will be constructed at the main campus facilities.

Elements of the proposed project include:

1. Building Construction, including:----- \$21,100,000
 - Center for the Arts - approximately 45,000 sq. ft.: ----- \$15,100,000
 - 3-story parking garage – approximately 100,000 sq. ft.: - \$ 6,000,000
2. Refinance three (3) existing mortgages: ----- \$ 3,950,000

FINANCIAL SUFFICIENCY

Summary financial statements for Miami Country Day School, Inc. for the fiscal years ended June, 30, 2014, 2013, and 2012, as well as consolidated interim financial statements for the five (5) month period ended November 30, 2014 have been provided.

A review of the submitted financial and related information indicates:

<u>SOURCE OF FUNDS</u>		<u>USE OF FUNDS</u>	
Bond Issue Proceeds*	\$30,000,000	New Construction	\$ 21,100,000
		Refinance Existing Mortgages	3,950,000
		Renovations and Improvements	2,050,000
		Architectural and Engineering	1,050,000
		Bond Issuance Expenses	600,000
		Contingency Reserve	1,250,000
TOTAL		TOTAL	<u>\$30,000,000</u>

* *Any costs related to the bond issue and development of the project which cannot be paid out of bond proceeds will be borne by Corporation.*

Information relative to the proposed financial structure includes:

Financial Structure:	Corporate Debt.
Security:	First mortgage on all assets financed with bond proceeds.
Marketing:	Bonds will be purchased and held by TD Bank.

LEGAL

Under the 1986 Tax Act, facilities for 501(c)(3) corporations remain eligible for financing with tax-exempt Industrial Development Revenue Bonds provided that the project is part of the corporation's normal course of business. Bonds issued for the benefit of a 501(c)(3) corporation are also exempt from the requirement of being included under the state bond volume cap.

If accepted for processing by the Authority, the project will be referred to the County Attorney's Office and Bond Counsel for review and comment.

ECONOMIC IMPACT

Miami Country Day School reports it currently employs 200 full-time persons and projects 6 new job opportunities within the year following completion of the project. The school also notes the design, construction, and material acquisitions for the project will be provided by local companies.

In addition to the new job opportunities, completion of the project will have a positive impact upon the general welfare of the citizens of Miami-Dade County by enabling the school to better serve the educational and cultural needs of its students and the community.



**MIAMI-DADE COUNTY
INDUSTRIAL DEVELOPMENT AUTHORITY
TEFRA/PUBLIC HEARING**

The Miami-Dade County Industrial Development Authority (the "Authority") has been requested to issue its Revenue Bonds, in one or more series, in an aggregate principal amount not to exceed \$30,000,000 (the "Bonds"), the proceeds of which will be loaned to Miami Country Day School ("Borrower"), a Florida not for profit corporation, for the purpose of financing or refinancing the cost of (i) the acquisition, design, construction, renovation and equipping of an approximately 45,000 square foot facility to be operated as The Center for the Arts on campus, which will provide new learning environments, practice rooms, a performance stage, theatre, dressing rooms, an arts patio, an arts café, a campus parking garage, and additional parking spaces, located at 601 NE 107th Street, Miami, Florida (the "Main Campus Location") and other capital projects related thereto; (ii) the acquisition, design, construction, renovation and equipping of an approximately 12,000 square foot building to be utilized on a temporary basis as classroom facilities and which will serve as the future location for new athletic facilities with a current address of 11031 NE 6th Avenue which will become part of the Main Campus Location; (iii) the acquisition of property and related site improvements located at 10932 NE 6th Avenue, Miami, Florida to be used for the Borrower's maintenance facilities; (iv) the acquisition of property and related site improvements located 11061 NE 6th Avenue, Miami, Florida to be used for the Borrower's recreational facilities; and (v) acquisition, design, construction, renovation and equipping of Middle School Science Labs, athletic field and track each to be located at the Main Campus Location (collectively, the "Projects") and costs of issuance of the bonds.

The Bonds shall not be a debt, liability or obligation of the Authority or of Miami-Dade County, Florida, or of the State of Florida, or of any political subdivision thereof, but shall be payable solely from the proceeds derived from the repayment of the related loan or loans, or from the other security pledged therefore.

Please take note that the Executive Director of the Authority (as its hearing officer) will hold a public hearing concerning the nature and locations of the Projects and the proposed issuance of the Bonds at the Brickell City Tower, 80 SW 8th Street, Suite 2801, Miami, Florida, on Friday, February 13, 2015 commencing at 11:00 a.m. or shortly thereafter, at which time any person may be heard regarding the proposed issuance of the Bonds and the nature and locations of the Projects. The Authority will submit a transcript of the statements at the hearing to the Board of County Commissioners, Miami-Dade County, Florida, which must approve or disapprove the issuance of the Bonds.